

NEW NO

\$15

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.

\* ALSO ADMITTED IN NEW YORK  
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February 27, 1990

16780  
FILED 1425

FEB 28 1990 -12 15 PM

INTERSTATE COMMERCE COMMISSION

0-059A105

Ms. Noreta R. McGee  
Secretary  
INTERSTATE COMMERCE COMMISSION  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 (a) are three (3) original copies and two (2) photocopies of a Memorandum of Lease Agreement dated as of January 5, 1990, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed document is:

Fifteen (15) five unit (75 platforms), Twin Stack bulkhead cars marked and numbered as set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Counterparts - CT. Kappler

Ms. Noreta. R. McGee  
February 27, 1990  
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

"Memorandum of Lease Agreement dated as of January 5, 1990 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, covering 15 Twin-Stack bulkhead cars bearing SP marks and numbers (formerly GBRX marks and numbers)."

Very truly yours,

  
Charles T. Kappler

Enclosures  
CTK/bg

SCHDULE A

<u>Old Number</u>		<u>New Number</u>
GBRX 2375	changed to	SP 2395✓
GBRX 2376	changed to	SP 2396✓
GBRX 2377	changed to	SP 2377
GBRX 2378	changed to	SP 2378
GBRX 2379	changed to	SP 2379
GBRX 2380	changed to	SP 2380
GBRX 2381	changed to	SP 2381
GBRX 2383	changed to	SP 2383
GBRX 2384	changed to	SP 2384
GBRX 2385	changed to	SP 2385
GBRX 2386	changed to	SP 2386
GBRX 2388	changed to	SP 2388
GBRX 2391	changed to	SP 2391✓
GBRX 2392	changed to	SP 2392✓
GBRX 2394	changed to	SP 2394✓

DOCUMENT.

AUDIT No. \_\_\_\_\_

16780

RECORDATION NO. \_\_\_\_\_ FILED 1425

FEB 28 1990 -12 15 PM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOUTHERN PACIFIC TRANSPORTATION COMPANY ("LESSEE")

JANUARY 5, 1990

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Memorandum of a Lease Agreement made and entered into as of January 5, 1990 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Southern Pacific Transportation Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor Fifteen (15) five-unit (75 platforms), Twin-Stack® bulkhead cars. The cars have the capability of carrying one forty-foot or two twenty-foot containers in each well. Container lengths of forty, forty-five or forty-eight feet can be accommodated in the top position of each platform. The cars are equipped with load/empty brakes and have a weight-carrying capability of 94,000 pounds per platform and bear marks and numbers as follows:

<u>Old Number</u>		<u>New Number</u>
GBRX 2375	changed to	SP 2395
GBRX 2376	changed to	SP 2396
GBRX 2377	changed to	SP 2377
GBRX 2378	changed to	SP 2378
GBRX 2379	changed to	SP 2379
GBRX 2380	changed to	SP 2380
GBRX 2381	changed to	SP 2381
GBRX 2383	changed to	SP 2383
GBRX 2384	changed to	SP 2384
GBRX 2385	changed to	SP 2385
GBRX 2386	changed to	SP 2386
GBRX 2388	changed to	SP 2388
GBRX 2391	changed to	SP 2391
GBRX 2392	changed to	SP 2392
GBRX 2394	changed to	SP 2394

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: J. Morris M. Webb, U.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: [Signature]

R. W. Gelden, Jr. Director  
Economic Analysis and Contracts

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)
)

Janet E. Kurlson  
NOTARY PUBLIC

STATE OF CALIFORNIA )  
 )  
COUNTY OF CALIFORNIA )

James P. McCar  
NOTARY PUBLIC

JAN 29, 1990

SANDRO P. MICOCCHI  
NOTARY PUBLIC-CALIFORNIA  
CITY AND COUNTY OF  
SAN FRANCISCO  
My Commission Expires Jan. 29, 1990